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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
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NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. §§ 363 And 1146 And Fed. R. Bankr. P. 2002 And 9014 (I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner Of Sale Notices, And (IV) Setting Sale Hearing Date In Connection With Sale Of Kettering Facility Machinery, Equipment, And Inventory (the "Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on _____, 2008, Delphi Automotive Systems LLC (the "Seller") has entered into an Asset Purchase Agreement with Tenneco Automotive Operating Company Inc. for the purchase of certain assets used in the U.S. damper business, including the machinery, equipment, and inventory primarily used and located at Seller's damper manufacturing facility in Kettering, Ohio (the "Acquired Assets").

2. All interested parties are invited to make an offer to purchase the Acquired Assets in accordance with the terms and conditions approved by the Bankruptcy Court (the "Bidding Procedures") by delivering such offer to (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan, 48098, Attention: Karen J. Craft, Managing Restructuring Counsel; (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60601-1285, Attention: Ron E. Meisler and T. Kellan Grant; (iii) counsel to the official committee of unsecured creditors (the "Creditors' Committee"), Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attention: Robert J. Rosenberg and Mark A. Broude; (iv) the Creditors' Committee's financial advisor, Mesirow Financial Consulting LLC, 666 Third Avenue, 21st Floor, New York, New York 10017, Attention: Ben Pickering; and (v) counsel for the Debtors' postpetition credit facility, Davis, Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attention: Donald Bernstein and Brian Resnick, so as to be received not later than **11:00 a.m.** (prevailing Eastern time) on **April 10, 2008**. Pursuant to the Bidding Procedures, the Seller may conduct an auction for the Acquired Assets (the "Auction") beginning at **10:00 a.m.** (prevailing Eastern time) on **April 14, 2008** at the offices of Skadden, Arps, Slate, Meagher & Flom

LLP, Four Times Square, New York, New York 10036 or 333 West Wacker Drive, Chicago, Illinois 60606, at the Seller's election.

3. Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order. A copy of the Bidding Procedures is available by contacting the undersigned counsel to the Seller or by accessing Delphi's Legal Information Website, www.delphidocket.com.

4. The Bankruptcy Court will conduct a hearing to approve the sale of the Acquired Assets on **April 30, 2008** at **10:00 a.m.** (prevailing Eastern time).

5. The Sale Hearing will take place before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004. Such hearing may be adjourned without notice other than an adjournment in open court.

6. Objections, if any, to the proposed sale must be filed and served in accordance with the Bidding Procedures Order, and **actually received** no later than **4:00 p.m.** (prevailing Eastern time) on **April 23, 2008**.

7. This notice is qualified in its entirety by the Bidding Procedures Order.

Dated: New York, New York
_____, 2008

BY ORDER OF THE COURT

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